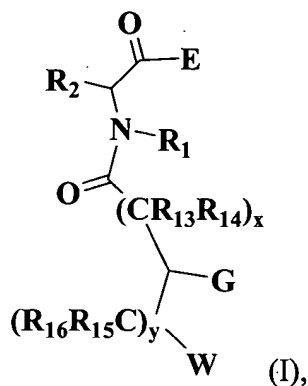


## Amendments to the Claims

This listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of claims:

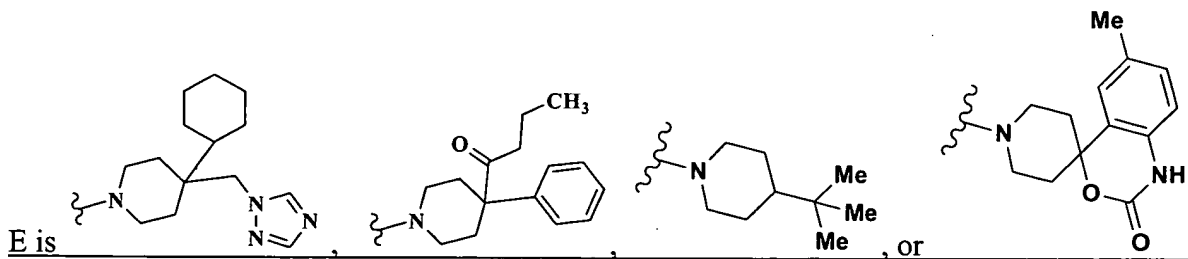
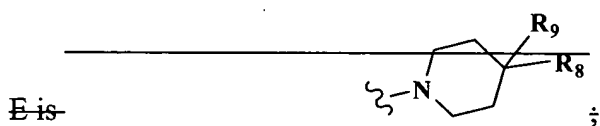
- (Currently amended) A compound of formula (I),



or a pharmaceutically-acceptable salt or hydrate, thereof, in which:

$R_1$  is hydrogen or  $C_{1-6}$ alkyl or is taken together with  $R_2$  or  $R_3$  to form a monocyclic or bicyclic aryl, cycloalkyl, heteroaryl or heterocycle;

$R_2$  is  $C_{1-6}$ alkyl or  $C_{2-6}$ alkenyl optionally substituted with one to three-aryl, cycloalkyl, or heteroaryl, provided that where  $G$  is  $C_{2-6}$ alkenyl,  $A_1-NR_{18}CO_2R_{19}$ , or  $A_1-SO_2R_{17}$ , or when  $y$  is 0,  $R_2$  may be  $C_{1-6}$ alkyl or  $C_{2-6}$ alkenyl, each optionally substituted with heteroaryl;



$G$  is selected from  $A_1-NR_{18}C(=O)R_{19}$ ;  $A_1-NR_{18}SO_2R_{17}$ ,  $A_1-NR_{18}CO_2R_{19}$ , and

$A_1-NR_{20}C(=O)NR_{18}R_{19}$  wherein  $A_1$  is a bond,  $C_{1-6}$ alkylene, or  $C_{2-6}$ alkenylene, or where  $G$  is  $A_1-NR_{18}CO_2R_{19}$ , or when  $y$  is 0,  $R_2$  may be  $C_{1-6}$ alkyl or  $C_{2-6}$ alkenyl, each substituted with heteroaryl;

W is selected from substituted or unsubstituted heterocyclo, heteroaryl, or cycloalkyl selected from azetidiny and imidazolyl, ~~wherein said heteroaryl, heterocyclo or cycloalkyl groups may additionally have joined thereto an optionally substituted five to seven membered heterocyclic, heteroaryl, or carbocyclic ring;~~

~~R<sub>8</sub> and R<sub>9</sub> are selected independently from hydrogen, alkyl, (CH<sub>2</sub>)<sub>j</sub>-C(=O)alkyl, (CH<sub>2</sub>)<sub>j</sub>-phenyl, (CH<sub>2</sub>)<sub>j</sub>-naphthyl, (CH<sub>2</sub>)<sub>j</sub>-C<sub>4-7</sub>cycloalkyl, (CH<sub>2</sub>)<sub>j</sub>-heterocyclo, and (CH<sub>2</sub>)<sub>j</sub>-heteroaryl, provided R<sub>8</sub> and R<sub>9</sub> are not both hydrogen, or R<sub>8</sub> and R<sub>9</sub> together form a spirocycloalkyl or spiroheterocyclic ring; and~~

~~j is selected from 0, 1, 2 and 3.~~

~~R<sub>10</sub> is selected from hydrogen, alkyl, substituted alkyl, cycloalkyl, aryl, heteroaryl, and heterocyclo;~~

~~R<sub>11</sub> is hydrogen or C<sub>1-8</sub>alkyl;~~

~~R<sub>12</sub> is C<sub>1-8</sub>alkyl, substituted C<sub>1-8</sub>alkyl, or cycloalkyl;~~

~~R<sub>13</sub>, R<sub>14</sub>, R<sub>15</sub> and R<sub>16</sub> are selected independently of each other from hydrogen, alkyl, substituted alkyl, amino, alkylamino, hydroxy, alkoxy, aryl, cycloalkyl, heteroaryl, or heterocyclo, or R<sub>13</sub> and R<sub>14</sub>, or R<sub>15</sub> and R<sub>16</sub>, when attached to the same carbon atom, may join to form a spirocycloalkyl ring;~~

~~R<sub>17</sub> is alkyl, substituted alkyl, cycloalkyl, aryl, heterocyclo, or heteroaryl;~~

~~R<sub>18</sub>, R<sub>19</sub>, and R<sub>20</sub> are independently selected from hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, aryl, heteroaryl, cycloalkyl, heterocyclo, or C(=O)R<sub>28</sub>; or when G is NH(C=O)R<sub>19</sub>, R<sub>19</sub> may be a bond joined to W to define a heterocyclo ring; provided, however, that when y is at least one, W is imidazolyl, ~~indolyl, -NR<sub>21</sub>R<sub>22</sub>, or -OR<sub>23</sub>~~, and G is -NR<sub>18</sub>C(=O)R<sub>19</sub>, then R<sub>19</sub> is not a C<sub>1</sub>-alkyl having the substituent -NR<sub>29</sub>R<sub>31</sub>;~~

~~R<sub>21</sub> and R<sub>22</sub> are selected from hydrogen, alkyl, and substituted alkyl;~~

~~R<sub>23</sub> and R<sub>24</sub> are independently hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, heterocyclo, and cycloalkyl;~~

~~R<sub>25</sub>, R<sub>26</sub> and R<sub>27</sub> are independently hydrogen, alkyl, substituted alkyl, cycloalkyl, aryl, heterocyclo, or heteroaryl; or R<sub>25</sub> and R<sub>26</sub> may join together to form a heterocyclo or heteroaryl, except R<sub>26</sub> is not hydrogen when joined to a sulfonyl group as in -S(O)<sub>p</sub>R<sub>26</sub> or -NR<sub>25</sub>SO<sub>2</sub>R<sub>26</sub>;~~

~~R<sub>28</sub> is hydrogen, alkyl, or substituted alkyl;~~

R<sub>29</sub> and R<sub>31</sub> are selected from hydrogen, alkyl, haloalkyl, hydroxyalkyl, phenylalkyl, and alkoxy-carbonylalkyl, or R<sub>29</sub> and R<sub>31</sub> taken together form a heterocyclo ring;

~~n is 0, 1, 2, 3 or 4;~~

~~p is 1, 2, or 3;~~

x is 0, 1, or 2; and

y is 0, 1, 2, 3 or 4; ~~and~~

~~z is 0, 1, or 2.~~

2. (Previously presented) A compound according to claim 1, or a pharmaceutically-acceptable salt or hydrate, thereof, in which:

G is selected from:

a) -NR<sub>18</sub>C(=O)R<sub>19</sub>;

b) C<sub>1-6</sub>alkylene or C<sub>2-6</sub>alkenylene joined to one of -NR<sub>18</sub>C(=O)R<sub>19</sub>, -NR<sub>18</sub>CO<sub>2</sub>R<sub>19</sub>, -NR<sub>18</sub>SO<sub>2</sub>R<sub>17</sub>, and -NR<sub>20</sub>C(=O)NR<sub>18</sub>R<sub>19</sub>;

R<sub>17</sub> is C<sub>1-4</sub>alkyl, C<sub>5-6</sub>cycloalkyl, phenyl, or benzyl;

R<sub>18</sub>, R<sub>19</sub>, and R<sub>20</sub> are independently selected from hydrogen, -C<sub>1-4</sub>alkyl, phenyl, benzyl, C<sub>5-6</sub>cycloalkyl, -C(=O)CH<sub>2</sub>(phenyloxy), -C(=O)CH<sub>2</sub>(benzyloxy), imidazolyl, pyridyl, furyl, thienyl, or C<sub>1-4</sub>alkyl or C<sub>2-4</sub>alkenyl substituted with one of phenyl, pyridyl, furyl, cyclopentyl, cyclohexyl, CO<sub>2</sub>Me, phenyloxy, or benzyloxy, wherein each ringed group of R<sub>18</sub>, R<sub>19</sub>, and R<sub>20</sub> in turn is optionally substituted with one to two R<sub>36</sub>, and/or optionally has a benzene ring or five membered heterocyclo having two oxygen atoms fused thereto; and

R<sub>36</sub> is halogen, methoxy, nitro, phenyl, phenyloxy, or alkylamino.

3. (Previously presented) A compound according to claim 2, or a pharmaceutically-acceptable salt or hydrate, thereof, in which

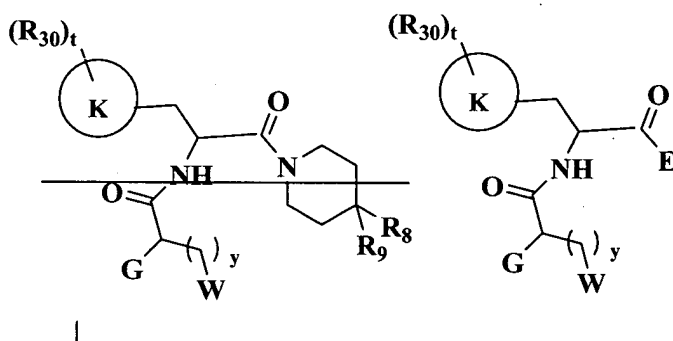
G is -NR<sub>18</sub>C(=O)R<sub>19</sub>,

R<sub>18</sub> is hydrogen or lower alkyl, and

R<sub>19</sub> is C<sub>1-4</sub>alkyl, C<sub>2-4</sub>alkenyl, phenyl, benzyl, C<sub>5-6</sub>cycloalkyl, -C(=O)CH<sub>2</sub>(phenyloxy), -C(=O)CH<sub>2</sub>(benzyloxy), imidazolyl, pyridyl, furyl, thienyl, or C<sub>1-4</sub>alkyl or C<sub>2-4</sub>alkenyl substituted with one of phenyl, phenyl, pyridyl, furyl, cyclopentyl, cyclohexyl, CO<sub>2</sub>Me, phenyloxy, and benzyloxy, wherein each ringed group of R<sub>19</sub> in turn is optionally substituted with one to two R<sub>36</sub>, and/or optionally has a benzene ring or five membered heterocyclo having two oxygen atoms fused thereto.

4. (Currently amended) A compound according to claim 2, or a pharmaceutically-acceptable salt or hydrate, thereof, in which W is azetidiny[, ] or imidazolyl.

5. (Currently amended) A compound according to claim 1, or a pharmaceutically-acceptable salt or hydrate, thereof, having the formula:



in which

K is phenyl or thiazolyl;

R<sub>30</sub> is selected from C<sub>1-4</sub>alkyl, hydroxy, alkoxy, halogen, nitro, cyano, amino, alkylamino, phenyl, and -C(=O)phenyl;

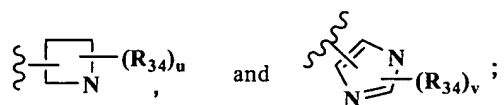
t is 0, 1 or 2; and

y is 0, 1 or 2.

6. (Canceled)

7. (Currently amended) A compound according to claim 1, or a pharmaceutically-acceptable salt or hydrate, thereof, in which

W is a ring selected from:



R<sub>34</sub> at each occurrence is attached to any available carbon or nitrogen atom of W and is selected from

~~C<sub>1-6</sub>alkyl, halogen, amino, aminoalkyl, alkylamino, hydroxy, C<sub>1-4</sub>alkoxy, hydroxyC<sub>1-4</sub>alkyl, C(=O)alkyl, C(=O)aminoalkyl, C(=O)phenyl, C(=O)benzyl, CO<sub>2</sub>alkyl, CO<sub>2</sub>phenyl, CO<sub>2</sub>benzyl, SO<sub>2</sub>alkyl, SO<sub>2</sub>aminoalkyl, SO<sub>2</sub>phenyl, SO<sub>2</sub>benzyl, phenyl, benzyl, phenyloxy, benzyloxy, pyrrolyl, pyrazolyl, piperidinyl, pyridinyl, pyrimidinyl, and tetrazolyl, and/or two R<sub>34</sub> when attached to two adjacent carbon atoms or adjacent carbon and nitrogen atoms may be taken together to form a fused benzo, heterocyclo, or heteroaryl ring, and/or two R<sub>34</sub> when attached to the same carbon atom (in the case of a non-aromatic ring) may form keto (=O), and each R<sub>34</sub> in turn is optionally substituted with up to two R<sub>35</sub>;~~

~~R<sub>35</sub> is selected from halogen, trifluoromethyl, C<sub>1-4</sub> alkyl, cyano, nitro, trifluoromethoxy, amino, alkylamino, aminoalkyl, hydroxy, and C<sub>1-4</sub> alkoxy;~~

~~$w$  is selected from 0, 1, or 2:~~

$u$  is selected from 0, 1, 2, and 3; and

$v$  is 0, 1 or 2.

8. - 9. (Canceled)

10. (Previously presented) A compound according to claim 1, or a pharmaceutically-acceptable salt or hydrate, thereof, in which

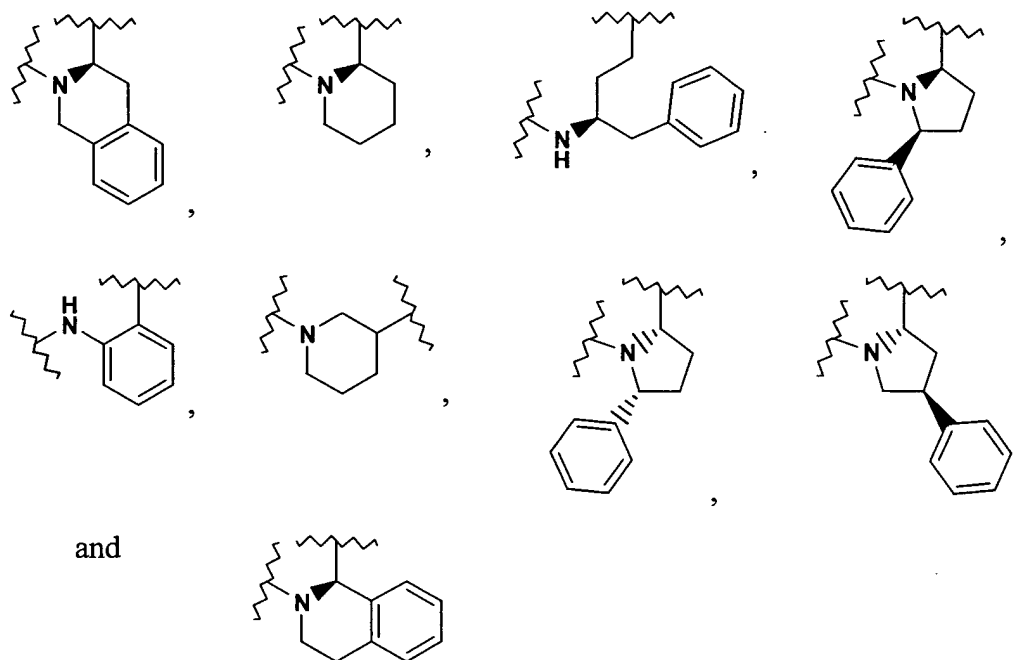
R<sub>2</sub> is selected from C<sub>1-6</sub>alkyl, C<sub>2-6</sub>alkenyl, C<sub>2-6</sub>alkenylene-K, and -(CH<sub>2</sub>)<sub>g</sub>-K;

K is selected from phenyl, naphthyl, thienyl, thiazolyl, pyridinyl, pyrimidinyl, and C<sub>5-6</sub>cycloalkyl, wherein each group K in turn is optionally substituted with one to three R<sub>30</sub> or has a benzene ring fused thereto, which also may be substituted with one to three R<sub>30</sub>;

R<sub>30</sub> is selected from C<sub>1-4</sub>alkyl, hydroxy, alkoxy, halogen, nitro, cyano, amino, alkylamino, phenyl, and acylphenyl; and

$g$  is 0, 1, 2 or 3.

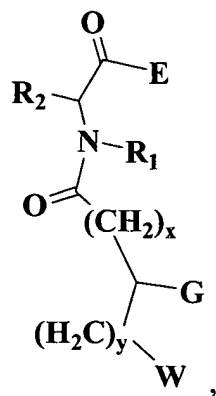
11. (Currently amended) A compound according to claim 1, or a pharmaceutically-acceptable salt or hydrate, thereof, in which  $-N(R_1)-CH(R_2)-$  taken together are selected from  $C_{1-4}$  alkylene,



12. (Previously presented) A compound according to claim 1, or a pharmaceutically-acceptable salt or hydrate, thereof, in which  $R_1$  is hydrogen or  $C_{1-4}$ alkyl.

13. (Canceled)

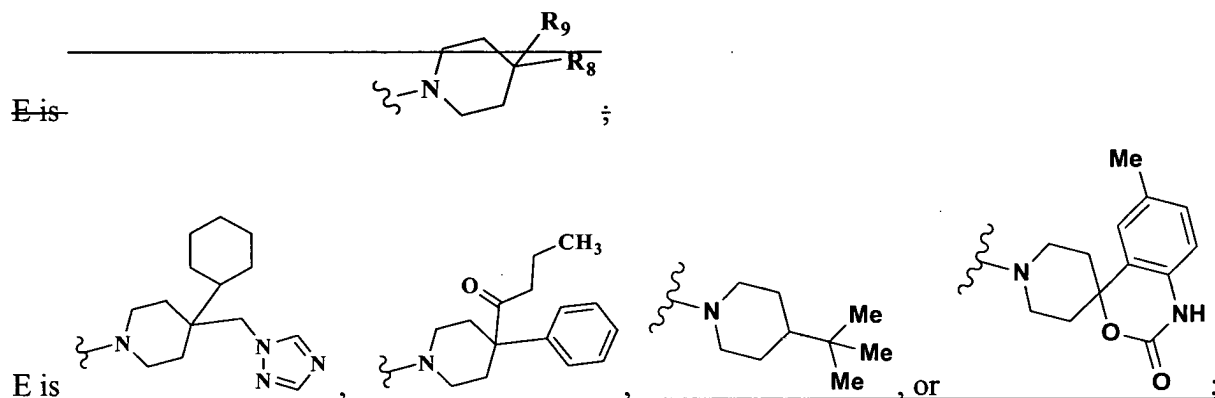
14. (Currently amended) A compound having the formula,



or a pharmaceutically-acceptable salt or hydrate, thereof, in which:

$R_1$  is hydrogen or  $C_{1-6}$ alkyl or is taken together with  $R_2$  or  $R_3$  to form a monocyclic or bicyclic aryl, cycloalkyl, heteroaryl or heterocycle;

$R_2$  is  $C_{1-6}$ alkyl or  $C_{2-6}$ alkenyl optionally substituted with one to three-aryl, cycloalkyl, or heteroaryl, provided that where  $G$  is  $C_{2-6}$ alkenyl, or  $[A_1]-NR_{18}CO_2R_{19}$ , or  $A_1-SO_2R_{17}$ , or when  $y$  is 0,  $R_2$  may be or  $C_{1-6}$ alkyl or  $C_{2-6}$ alkenyl, each optionally substituted with heteroaryl;



$G$  is selected from:

- $NR_{18}C(=O)R_{19}$ ;
- $C_{1-6}$ alkylene or  $C_{2-6}$ alkenylene joined to one of  $-NR_{18}C(=O)R_{19}$ ,  $-NR_{18}CO_2R_{19}$ ,  $-NR_{18}SO_2R_{17}$ , and  $-NR_{20}C(=O)NR_{18}R_{19}$ ;

$W$  is selected from  $\text{--}$ substituted or unsubstituted heterocyclo, heteroaryl, or cycloalkyl selected from azetidiny and imidazolyl, wherein said heteroaryl, heterocyclo or cycloalkyl groups may additionally have joined thereto an optionally substituted five to seven membered heterocyclic, heteroaryl, or carbocyclic ring;

$R_8$  and  $R_9$  are selected independently from hydrogen, alkyl,  $(CH_2)_j-C(=O)alkyl$ ,  $(CH_2)_j$ -phenyl,  $(CH_2)_j$ -naphthyl,  $(CH_2)_j$ - $C_{4-7}$ cycloalkyl,  $(CH_2)_j$ -heterocyclo, and  $(CH_2)_j$ -heteroaryl, provided  $R_8$  and  $R_9$  are not both hydrogen, or  $R_8$  and  $R_9$  together form a spirocycloalkyl or spiroheterocyclic ring; and

$j$  is selected from 0, 1, 2 and 3.

$R_{10}$  is selected from hydrogen, alkyl, substituted alkyl, cycloalkyl, aryl, heteroaryl, and heterocyclo;

$R_{11}$  is hydrogen or  $C_{1-8}$ alkyl;

$R_{12}$  is  $C_{1-8}$ alkyl, substituted  $C_{1-8}$ alkyl, or cycloalkyl;

R<sub>17</sub> is alkyl, substituted alkyl, cycloalkyl, aryl, heterocyclo, or heteroaryl;

R<sub>18</sub>, R<sub>19</sub>, and R<sub>20</sub> are independently selected from hydrogen, alkyl, alkenyl, aryl, heteroaryl, cycloalkyl, heterocyclo, C(=O)R<sub>28</sub> or a C<sub>1-4</sub>alkyl or C<sub>2-4</sub>alkenyl substituted with one or more of aryl, heteroaryl, cycloalkyl, heterocyclo, alkoxycarbonyl, phenyloxy, and/or benzyloxy, and each of said ringed groups of R<sub>18</sub>, R<sub>19</sub>, and R<sub>20</sub> in turn is optionally substituted with one to two R<sub>36</sub>;

R<sub>21</sub> and R<sub>22</sub> are selected from alkyl and substituted alkyl;

~~R<sub>23</sub> and R<sub>24</sub> are independently selected from hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, heterocyclo, and cycloalkyl;~~

~~R<sub>28</sub> is hydrogen, alkyl, or substituted alkyl;~~

R<sub>36</sub> is halogen, methoxy, nitro, phenyl, phenyloxy, or alkylamino;

~~n is 0, 1, 2, 3 or 4;~~

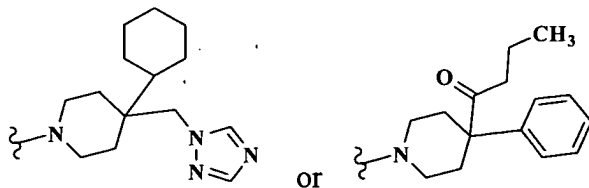
x is 0, 1, or 2; and

y is 0, 1, 2, 3 or 4; and

~~z is 0, 1, or 2.~~

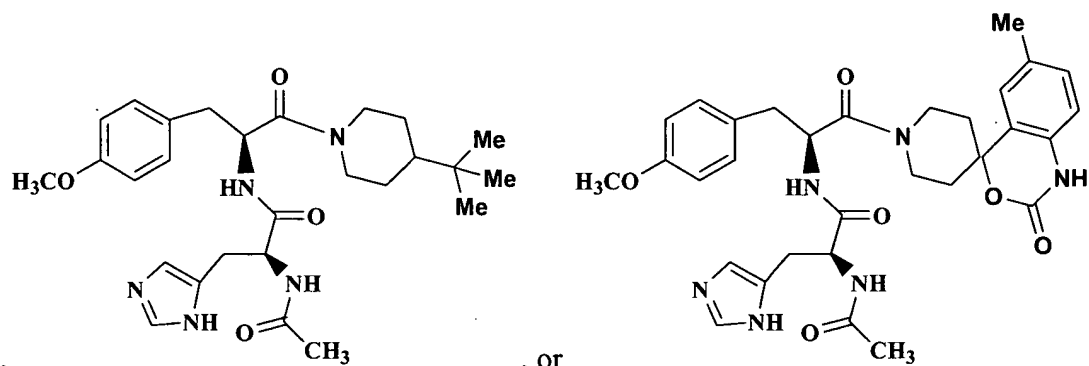
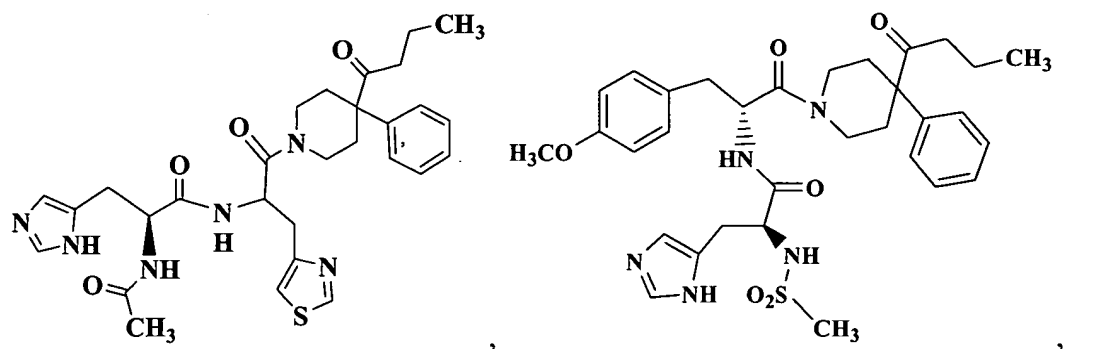
15. (Canceled)

16. (Previously presented) A compound according to claim 14, or a pharmaceutically-acceptable salt or hydrate, thereof, in which E is



17. (Previously presented) A compound according to claim 14, or a pharmaceutically-acceptable salt or hydrate, thereof, in which G is NHC(=O)(alkyl) or NHC(=O)phenyl.

18. (Previously presented) A compound according to claim 1, having the formula,



, or pharmaceutically-acceptable salt or hydrate, thereof.

19. (Previously presented) A pharmaceutical composition comprising at least one compound according to claim 1 or a pharmaceutically-acceptable salt or hydrate, thereof; and a pharmaceutically-acceptable carrier or diluent.

20. – 23. (Canceled)